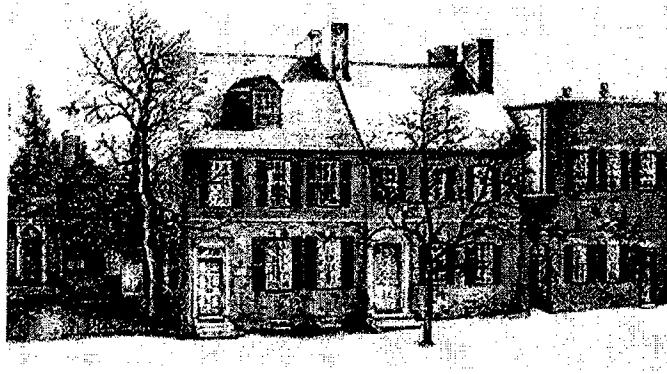


# **Exhibit H**



**PRICKETT, JONES & ELLIOTT, P. A.**

A PROFESSIONAL ASSOCIATION

**1310 KING STREET, BOX 1328**

**WILMINGTON, DELAWARE 19899**

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11 NORTH STATE STREET  
DOVER, DE 19901  
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PENNSYLVANIA OFFICE  
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KENNETT SQUARE, PA 19348  
TEL: (610) 444-1573  
FAX: (610) 444-9273

*"For over a century, this Delaware firm has sought to provide quality legal service to clients, to the Courts and to the community. In this connection, we conscientiously attempt to change and improve our approach to meet the evolving needs of clients' changing problems and the changes in both state and federal law." - William Prickett*

Prickett, Jones & Elliott was originally founded in 1888 by William S. Prickett, later a Delaware judge, followed by his son, William Prickett, Sr., essentially a sole practitioner. He was later joined by his son, William Prickett, Jr. At the time William Prickett, Jr. joined the firm, the law had become specialized. In part as a consequence, the firm grew to its present size with members of the firm developing particularized areas of practice.

The firm is based in Wilmington, Delaware with offices in Dover, Delaware and Kennett Square, Pennsylvania. We are committed to assisting our clients by providing practical solutions to legal problems, consistent with the highest standards of professional and ethical conduct.

To operate productively and profitably in today's global economic environment, individuals and businesses require prompt, cost-effective and value-added service to solve often difficult and complex legal problems. We recognize that identifying and obtaining effective legal counsel is one of the most crucial decisions a client must make.

It is critically important for us and our clients to establish and maintain close working relationships and to agree on interim and long-term goals. We are known for being accessible to our clients and are responsive to their immediate needs. We are confident that we provide the highest quality service at a reasonable fee, enabling us to achieve a high rate of client retention.

We strive to make a positive difference to the business and legal communities we serve. We have been involved in landmark cases where the creativity of our lawyers resulted in decisions that set precedents not only in Delaware, but throughout the United States.

**PRICKETT, JONES & ELLIOTT**

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We contribute to the formulation of key legislation, to drafting amendments to existing law and in making these recommendations to the Delaware Legislature. We recognize the value of giving back to the community. Most members of the firm donate their talents, time and skills to community involvement and educational institutions.

Our firm places a premium on a strong work ethic. Like many of our clients, we have adopted a performance-based compensation system. Our principles, policies and our client-oriented philosophy are the major factors that explain the longevity of the firm and the strong bonds among the members of the firm and the staff.

Our depth of experience makes Prickett, Jones unique. Our mentoring process helps associates become partners. Our clients directly benefit from the training and experience our attorneys have to conclude matters expeditiously and economically. We avoid repetition in time-consuming training and additional reviews of materials that other firms with higher turnover sometimes experience and charge back to clients.

The caliber of our legal professionals is demonstrated in many ways:

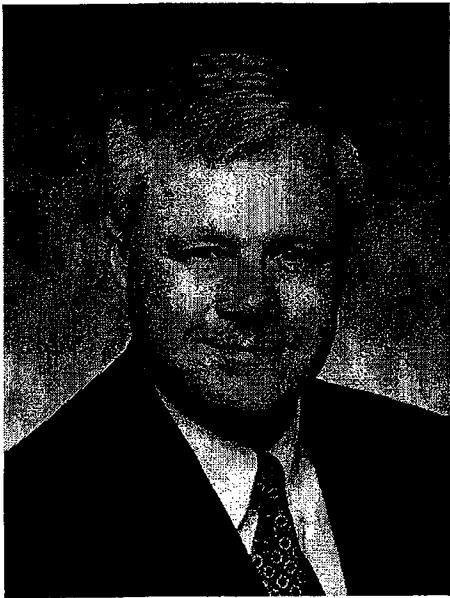
- Our peers and the judiciary regard us as leaders, and the judiciary consistently confers with us on strategies to improve the Delaware court system.
- Former members of the firm sit as Superior Court and Chancery Court judges.
- Several of our partners have been president of the Delaware Bar Association and have served as chairpersons of committees of the American Bar Association.
- Several partners have acted as counsel to the Delaware Legislature.
- Prickett, Jones attorneys regularly lecture on Delaware issues before multi-state and national law and business forums.

Fortune 1000 companies, emerging businesses and individuals seek our counsel and advice. We also represent major national and international law firms, and assist their clients by serving as special Delaware counsel on general litigation, Delaware corporate, partnership, business trust and limited liability company law matters. We also represent state and local governments and governmental agencies, trade associations and nonprofit organizations.

Unlike lawyers in many other firms, Prickett, Jones attorneys are in the courts of Delaware every day. The Delaware courts and agencies we regularly practice before include the Court of Chancery, the U.S. Bankruptcy Court for the District of Delaware, Superior Court, Justice of the Peace Court, Magistrate Court, Court of Common Pleas, Family Court, and the Federal District Court for Delaware. We regularly appear before the appellate courts that oversee Delaware litigation, including the Delaware Supreme Court and the Third Circuit Court of Appeals. In addition, several of our attorneys are admitted to practice before the U.S. Supreme Court.

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**JAMES L. HOLZMAN** practices in the areas of Delaware corporation law and transactions, and litigation involving Delaware corporation law, securities law and other business law matters. He regularly advises inside counsel of Delaware corporations respecting corporate transactions, corporate litigation and other disputes, and related matters. He has appeared as defense counsel in many corporate cases in his more than 30 year legal career. Mr. Holzman is listed in The Best Lawyers in America (Woodward/White), Corporate, Mergers & Acquisitions, and Securities Law.

Mr. Holzman is admitted to practice in Delaware, Florida and several federal trial courts and courts of appeal, including the United States Supreme Court. He served as Chair of the Business and Corporate Litigation Committee of the American Bar Association Section of Business Law. He is a member of the Council of the ABA Section of Business Law and chairs both the Finance Committee and the Revenue Committee. He has been selected to represent the Section in a number of other leadership posts. He was named to represent the Section of Business Law as

liaison to the ABA Task Force in Attorney-Client Privilege. He was recently appointed co-chair of the Judges' Initiative Committee. He is also a member of the Task Force on Litigation Reform and Rules Revision. He has appeared as a chair or panelist on corporation law issues in ABA and Delaware Bar seminars. He is the author of "Review of Developments in Corporation Law", published annually. A former managing partner of the Firm, he is also a member of the Federal Regulation of Securities Committee of the Section of Business Law and a member of the Corporate Counsel Committee of the American Bar Association Section of Litigation.

Mr. Holzman is a long-time member of the Council of the Corporation Law Section of the Delaware State Bar Association, the Bar group responsible for initiating amendments to The Delaware General Corporation Law. He chaired the Council Committee that developed technology amendments to the Delaware General Corporation Law. He most recently chaired a corporate governance review task force for the Council. He is a co-author of "A New Technology Frontier for Delaware Corporations", 4 Del.L.Rev. 1 (2001). He is also a member of the Florida Bar and the Association of the Bar of the City of New York. He is a 15 year member of the Board of Trustees of Tower Hill School and served as President or Vice President of the Board for seven years. He was educated at Stetson University (B.A. 1970) and the University of Florida (J.D. 1972).

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#### **AREAS OF PRACTICE**

##### **CORPORATE AND BUSINESS LAW**

We have helped to develop legal precedent and statutory provisions in Delaware. This puts us in the forefront of emerging trends in the law of corporations, partnerships, limited liability companies and business trusts. As a result of this unique position of leadership, we have the ability to guide our clients effectively in these areas of the law.

We represent investors, public companies and closely held businesses, and also represent Delaware investment holding companies in complex transactions. We advise boards of directors, in-house counsel, general partners and managers throughout the United States and overseas. This varied representation allows us to draw on experience from every aspect of a business transaction or dispute in advising our clients. It also permits us to provide effective and efficient representation of our clients in litigation before the Court of Chancery and Federal Court.

We represent creditors and debtors, operate as local counsel in conjunction with out-of-state bankruptcy counsel, and monitor cases before the U.S. Bankruptcy Court for the District of Delaware. Our attorneys have attained significant financial results for pension plans, unions, state and federal government entities, and other creditors in complex Chapter 11 reorganizations as well as the more routine Chapter 7 and Chapter 13 matters.

Through a computer system that is linked directly to the Secretary of State's office, we provide our clients instant information on entities formed under our state statutes. This includes the ability to obtain documents crucial to a closing and to form entities directly from our office.

We participate in the legislative processes that result in new and amended laws governing Delaware business entities and entities doing business in Delaware. We hold leadership positions in the Delaware State Bar Association and sit on committees charged with monitoring, clarifying and updating the statutes governing Delaware law to ensure that our laws continue to be meaningful to the clients we serve. These positions give our clients important access to trends and developments while new laws are in formation. As a result, they have potential opportunities to make informed decisions in a timely fashion to benefit their business and personal goals.

##### **GENERAL LITIGATION**

We represent individuals and businesses in complex litigation arising from claims involving contracts, employment, professional negligence, accidents on business property, divorce and custody, alleged criminal acts, automobile accidents, and defective products. These cases are resolved in an interdependent system, which includes mandatory arbitration, mediation, and jury trial.

**AREAS OF PRACTICE****Page 2**

Many of our attorneys were involved in developing the current system of arbitration and mediation in Delaware. With their vast litigation experience, our trial lawyers can provide reliable advice concerning settlement, trial, and appellate procedure.

**HEALTH CARE PRACTICE**

In response to fundamental and challenging changes in the health care industry, the firm advises and assists clients in developing critical new business and organizational relationships. We evaluate, develop and structure health care ventures, integrated delivery systems, and managed care organizations. The strengths of the health care practice are reflected in our successful representation of hospital-affiliated and independent health care providers, physicians and practitioners and major hospitals in Delaware.

**INSURANCE COVERAGE**

Our firm has participated in the development of insurance coverage law in Delaware. We were involved in the initial onslaught of environmental claims filed in Delaware in the early 1980s. Since that time, we have acted as lead, as well as local, counsel in coverage disputes. Delaware has become a forum of choice for these claims. We are continually increasing our experience and capabilities to meet or stay ahead of our clients' needs.

**PATENT LITIGATION**

In recent years, the District of Delaware has witnessed a significant increase in the number of patent infringement and other intellectual property suits. With its nationally recognized judiciary, prompt trial scheduling and streamlined pretrial procedures, the Delaware Court is well suited to handle complex patent cases. Our clients appreciate the prompt and efficient legal service we provide as local Delaware counsel in patent litigation cases. Indeed, we recognize that intellectual property may be the client's most important asset.

Prickett, Jones has acted as Delaware counsel in patent cases for years. Prickett, Jones has now established a Patent Litigation Group consisting of top, experienced litigators. The Group's goal is to provide quality legal service as local patent litigation counsel. Drawing from its broad expertise, the Patent Litigation Group is able to consolidate its local patent litigation practice in a manner that better serves the client.

Relying on the firm's extensive litigation experience in complex and corporate cases in the Delaware State Courts, including the Superior Court and the Court of Chancery, as well as the Federal District Court for the District of Delaware, Prickett, Jones attorneys are well-equipped to handle the procedural aspects of large patent cases for corporate and individual clients. The firm works closely and cooperatively with outside as well as in-house patent counsel and the client, and provides prompt service and advice addressing the client's needs and concerns.

The Patent Litigation Group's collective knowledge of local rules and practices and how each of the Federal Court judges handles his or her important patent cases may be invaluable to out-of-

**AREAS OF PRACTICE**

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state counsel and the client. Currently, the Firm represents clients in patent cases involving intellectual property ranging from digital video disc technology to genetic engineering of corn.

**PROFESSIONAL MALPRACTICE**

Professional malpractice cases demand the development of a close working relationship among the defense attorney, the insured, and the insurer. Such cases are among the most sensitive as they involve not only an individual's right to earn a living, but also the individual's personal and professional reputation and self-esteem. We handle clients skillfully, and we successfully defend many professionals. As a result of this experience, we are on the "approved" lists of most major insurance companies. Both insureds and major insurers call on us regularly to provide counsel in these delicate matters.

In conjunction with civil claims for money damages, the professional is often faced with an administrative hearing to terminate his license. Here, too, we have attorneys with experience in handling such administrative proceedings.

**ESTATE PLANNING AND ADMINISTRATION**

Thoughtful estate planning techniques take into account both short- and long-term management of assets as well as the tax consequences of both financial and personal decisions.

Our approach is to review all of the assets of a client's estate and advise the client on wills and trusts that will meet their particular needs. Our goal is to structure the documents in a manner that will be consistent with the client's intentions while reducing the federal and state estate and inheritance taxes.

Once the estate planning documents are in place, we coordinate ownership of assets and beneficiary designation of insurance and retirement plans to be consistent with the estate plan of the particular client. In doing so, probate and estate administration expenses can be reduced or avoided.

We advise and represent executors and administrators in connection with the administration of decedents' estates in Delaware, Maryland and Pennsylvania. We also make suggestions concerning income, estate and inheritance taxes.

We structure lifetime transfers of businesses to assure continuity of management, to enable family control of businesses to be retained, and to minimize the potentially significant impact of federal and state estate and inheritance taxes on succeeding generations.

